

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OHE	APPROVAL	

OMB Number: 3235-0076 April 30, 2008 Expires: Estimated average burden hours per response

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Prefix		Serial
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Name of Offering (□check if this is a Morgan Keegan Private Equity En	n amendment and name has changed, and indi aployee Fund of Funds II, L.P. Offerin	cate change.) g of Limited	Partnership Intere	ests
Filing Under (Check box(es) that apply):				
Type of Filing: New Filing Ame				
	A. BASIC IDENTIFICATI	ON DATA		
1. Enter the information requested about	the issuer	ϵ_i		00000088
Name of Issuer (check if this is an am Morgan Keegan Private Equity Emplo	endment and name has changed, and indicate of yee Fund of Funds II, L.P.	change.)		;
Address of Executive Offices 50 North Front Street, 19th Floor, Mem	(Number and Street, City, State, Zip Code phis, TN 38103	, ı .	hone Number (Includi 579-4979	ing Area Code)
Ac dress of Principal Business Operations (if different from Executive Offices)) Telepi	hone Number (Includi	ing Area Code)
Brief Description of Business Private investment limited partnership		· · · · · · · · · · · · · · · · ·		PROCESSED
Type of Business Organization corporation business trust	☑ limited partnership, already formed ☐ limited partnership, to be formed	E	l other (please specify	AN 0 9 2007
Actual or Estimated Date of Incorporation	Month Year	Actual reviation for Statisticn)	☐ Estimated ate:	THOMSON FINANCIAL
CUNEDAL INSTRUCTIONS			, •	

Federal:

Wito Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Wiere to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required. Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this nctice and must be completed.

Failure to file notice in the appropriate states will result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

. 77 '	A 1	-res. \$	
A	. BASIC IDENTIF	ICATION DATA	
2. Enter the information requested for the follow	ving:		
• Fach promoter of the issuer if the issuer ha	s been organized within	n the past five years;	
• Each beneficial owner having the power to	vote or dispose, or dire	ect the vote or disposition	n of, 10% or more of a class of equity
securities of the issuer;	,	•	
• Each executive officer and director of corpo	orate issuers and of con	norate general and mana	aging partners of partnership issuers; and
• Each general and managing partner of partner	perchin issuers	Por u re 84	
• Each general and managing partner of partn	iciship issucis.		
<u> </u>	D Day of sigl Ourse	☐ Executive Officer	☑ Director and/or Managing Partner
	☐ Beneficial Owner	LI Executive Officer	E Director and or wanaging rarater
Full Name (Last name first, if individual)			
MK Investment Management, Inc.	0' 0 7' 0		
Eusiness or Residence Address (Number and S	treet, City, State, Zip C	.oae)	
50 North Front Street, 19th Floor, Memphis,			El D' La La Managina Borton
	□ Beneficial Owner	■ Executive Officer	Director and/or Managing Partner
Full Name (Last name first, if individual)			`
Koach, John			
Eusiness or Residence Address (Number and S		Code)	
50 North Front Street, 19th Floor, Memphis,	TN 38103		
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	Executive Officer	Director and/or Managing Partner
Full Name (Last name first, if individual)	·)		•
Johnson, Kari L.			•
Eusiness or Residence Address (Number and S	treet, City, State, Zip C	Code)	
50 North Front Street, 19th Floor, Memphis,	TN 38103		
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	☑ Executive Officer	☑ Director and/or Managing Partner
Full Name (Last name first, if individual)			
Maxwell, Charles D.			
Eusiness or Residence Address (Number and S	treet. City. State. Zip C	Code)	
50 North Front Street, 19th Floor, Memphis,	TN 38103	,	,
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director and/or Managing Partner
Full Name (Last name first, if individual)		<u>, </u>	
Grayson, John H. Jr.			
Flusiness or Residence Address (Number and S	treet City State Zin C	'ode)	
50 North Front Street, 19th Floor, Memphis	TN 38103	,000	
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	Executive Officer	☐ Director and/or Managing Partner
Full Name (Last name first, if individual)	Deficition Owner	E Excount o moo.	
Jenkins, Kimble L. Husiness or Residence Address (Number and S	troot City State Zin (ode)	<u> </u>
		ouc)	
50 North Front Street, 19th Floor, Memphis	☐ Beneficial Owner	☐ Executive Officer	☐ Director and/or Managing Partner
Check Box(es) that Apply: Promoter	Denencial Owner	Executive Officer	□ Director and or trianaging ration
I'ull Name (Last name first, if individual)			
	the City Chair Time	2-1-1	
Business or Residence Address (Number and S	street, City, State, Zip C	Lode)	
		D.F 000	Director and/or Managing Portner
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director and/or Managing Partner
Full Name (Last name first, if individual)		•	
Business or Residence Address (Number and S	Street, City, State, Zip (Code)	
·			
Check Box(es) that Apply: Promoter	□ Beneficial Owner	☐ Executive Officer	☐ Director and/or Managing Partner
Full Name (Last name first, if individual)		•	
	, <u>,</u>		
Business or Residence Address (Number and S	Street, City, State, Zip (Code)	
•		·	
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director and/or Managing Partner
Full Name (Last name first, if individual)			

Business or Residence Address (Number and Street, City, State, Zip Code)

	<u>-</u>			4 2.	B. INFOR	RMATIO	N ABOU	r offer	ING				
1. Has the	issuer so	old, or doe	s the issu									– Yes	No ⊠
				Answer	also in Ap	pendix, C	olumn 2, i	if filing un	ider <i>ULOE</i>	E.			_
2. What is	the mini	mum inve	estment th	at will be	accepted f	rom any i	ndividual	?				<u>\$50,</u>	000.00
3 Does the	e offerin	g permit j	oint owne	rship of a	single uni	t?					<u> </u>	– Yes ⊠	No
4. Enter th	ne infort	nation re	quested fo	or each pe	erson who	has been	or will b	e paid or	given, dir	ectly or i	ndirectly,	any	_
commission a person to	n or sin	ilar remu	neration f	or solicita	tion of pur	rchasers in	i connecti dealer rea	on with sa	les of secu	urities in t C and/or	he offering with a stat	g.lf eor	
states, list	the nan	e of the	broker or	dealer. If	more than	i five (5)	persons to	o be listed	are assoc	iated pers	ons of su	ch a	
bioker or o	lealer, y	ou may se	t forth the	informati	on for tha	t broker o	r dealer or	ıly.		····			
Fill Name N/A	(Last n	ame first,	if individu	ual)	•								
Business o	r Reside	nce Addr	ess (Num	ber and St	reet, City,	State, Zip	Code)						
Name of A	\ coociete	d Broke-	or Dealer										
F: .	•									,			
States in V							rchasers					□ All Sta	tes
. ((Check "	All States	" or check	cindividua	al States)_			·-					
[AL] [[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]		[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO] [PA]	
[MT]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[נא] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[NH] [WV]	[OK] [WI]	[OR] [WY]	[PR]	
Full Name							<u>, </u>						•
Business c	vr Decide	ence Addr	ecc (Numi	her and St	reet City	State Zir	Code)						
	n Kesiat	iice Addi	cos (rvain	oci ana si									
Name of A	Associate	d Broker	or Dealer										
States in V						Solicit Pu	rchasers					☐ All Sta	nton.
((Check "	'All States	s" or check	c individu:	al States)		 -					LJ All Si	nes
[AL] 1	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]		[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS] [OR]	[MO] [PA]	
[MT] RI] '		[NV]	_[NH] - [TN] :	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[NH] [WV]	[OK] [WI]	[WY]	[PR]	
Full Name				ual)							÷ · · · · ·	· •	
E usiness of	or Resid	ence Addi	ress (Num	ber and St	treet, City,	State, Zij	Code)						
Name of A	Associate	ed Broker	or Dealer	,							<u> </u>	·	
States in V	Which P	erson Liet	ed Has So	licited or	Intends to	Solicit Pr	rchasers						-
					al States)							□ All Sta	ates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[M]	[MN]	[MS]	[MO]	
[MT] [RI]		[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[NH] _[WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF	FPROCEEDS		
1.	Enter the aggregate offering price of securities included in this offering and the total amount			
	already sold. Enter "0" if answer is "none or zero." If the transaction is an exchange offering, check			
	this box \square and indicate in the columns below the amounts of the securities offered for exchange			
	and already exchanged.			
		•		
	Type of Security	Aggregate		
		Offering Price		Amount Already
			_	Sold
:	Debt\$	0.00	\$	0.00
	Equity S	0.00	\$	0.00
	Equity\$ Common Preferred		-	
	Common Cartefacter 1997	•, •		
	Commentation (including moments)	0.00	\$	0.00
	Convertible Securities (including warrants)\$	50,000,000.00		
	Partnership Interests (Limited Partnership Interests)			
1,	Partnership Interests (Limited Partnership Interests) \$ Other (Specify:	0.00	3.	0.00
1	Total • • • • • • • • • • • • • • • • • • •	0.00	2	25,240,000.00
- 3	Answer also in Appendix, Column 3, if filing under ULOE.			
		•		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this			
	offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504,			
	indicate the number of persons who have purchased securities and the aggregate dollar amount of			
	their purchases on the total lines. Enter "0" if answer is "none or zero."			
	then purchases on the total lines. Effect of it answer is note of zero.			
				Aggregate
		Number of		Dollar Amount
		Investors		of Purchases
	Accredited Investors	83		25,240,000.00
	Non-accredited Investors	0	\$	0.00
	Total (for filings under Rule 504 only)		\$	
			•	
	Answer also in Appendix, Column 4, if filing under ULOE.			
	Allower also in Appendix, Column 4, 11 thing allow Colods.			
2	If this filing is for an offering under Rule 504 or 505, enter the information requested for all			
3.	securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months			
	securities sold by the issuer, to date, in orientings of the types indicated in the twelve (12) months			
	prior to the first sale of securities in this offering. Classify securities by type listed in Part C -			
	Question 1.	T of		Dollar Amount
		Type of		
	Type of offering	Security	٠ .	Sold
	Rule 505	N/A	\$	
	Regulation A	N/A	\$	
	Rule 504	N/A	\$	N/A
	Total	N/A	\$	N/A
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the			
••	securities in this offering. Exclude amounts relating solely to organization expenses of the issuer.			
•	The information may be given as subject to future contingencies. If the amount of an expenditure			
	is not known, furnish an estimate and check the box to the left of the estimate.			
	is not known, turnish an estimate and check the took to the left of the estimate.			
	m		\$	0.00
	Transfer Agent's Fees	1 .	\$	5,300.00
	Printing and Engraving Costs	-	_	
	Legal Fees		\$	70,000.00
	Accounting Fees		\$	0.00
	Engineering Fees		\$	0.00
	Sales Commissions (specify finders' fees separately)		\$	
	Other Expenses (identify) filing fees	×	\$	4,200.00
	,			•
	Total	Œ	\$	79,500.00

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND	USE	OF P	ROCEE	OS	,	
b. Que	Enter the difference between the aggregate offering price given in response to Part C - stion 1 and total expenses furnished in response to Part C - Question 4.a. This difference is						
the	'adjusted gross proceeds to the issuer."					s	49,920,500.00
						-	***************************************
5.	Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Ouestion 4.b above.						
			to (yments Officers, rectors, & ffiliates			Payments to Others
	Salaries and fees		\$	0.00		\$_	0.00
	Purchase of real estate		\$	0.00		\$_	0.00
٠	Purchase, rental or leasing and installation of machinery and equipment		<u>*</u>	0.00	ט	\$ _	0.00
	Construction or leasing of plant buildings and facilities	П	³	0.00		³-	0.00
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): Investment Capital	0000	\$ \$ \$	0.00 0.00 0.00 0.00		\$_ \$_ \$_ \$_	0.00 0.00 0.00 49,920,500.00
	Column Totals		<u>s</u> _				49,920,500.00
	Total Payments Listed (column totals added)			S \$49,	920,	500.	00
						_	
	D. FEDERAL SIGNATURE	h :	-4::	. Glad un	don I) vla	505 the
foll	issuer has duly caused this notice to be signed by the undersigned duly authorized person. If to owing signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and E is staff, the information furnished by the issuer to any non-accredited investor pursuant to para	excha	nge C	ommissio	n, uţ	on '	written request
Mo Fu	rgan Keegan Private Equity Employee Fund of ods, II, L.P.			Date Decembe	r 21	, 200)6 1
M.F	ne of Signer (Print or Type) Investment Management, Inc. Kimble L. Jenkins Title of Signer (Print or Type) Vice President of the General Partner						

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See U.S.C. 1001.)

		E. STATE SIGNATURE		
Ī.	Is any party described in 17 CFR 230.262 prule?	resently subject to any of the disqualification provisions of suc	Yes	No Ø
•	Se	ee Appendix, Column 5, for state response.		
2.	The undersigned issuer hereby undertakes t Form D (17 CFR 239.500) at such times as	o furnish to any state administrator of any state in which this ne required by state law.	tice is file	l, a notice on
3.	The undersigned issuer hereby undertakes t issuer to offerees.	o furnish to the state administrators, upon written request, infor	mation fun	nished by the
4.	Limited Offering Exemption (ULOE) of the availability of this exemption has the burde	ssuer is familiar with the conditions that must be satisfied to be a state in which this notice is filed and understands that the issuent of establishing that these conditions have been satisfied. The contents to be true and has duly caused this notice to be significant.	er claiming	the
	dersigned duly authorized person.	Signature Date	,	
Mo	ner (Print or Type) rgan Keegan Private Equity Employee and of Funds, II, L.P.		nber 21, 20	906
Mk	ne (Print or Type) K Investment Management, Inc. Kimble L. Jenkins	Title (Print or Type) Vice President of the General Partner		

Frint the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX'

ī	2	 -	3		4	5 Disqualification			
	Intend to sell to non-accredited aggregate offering price offered in state				Type of in amount purch (Part C-	under State ULOE (if yes, attach explanation of waiver granted) Part E-Item 1)			
	(Part B-	tem ()	(Part C-Item 1)	Number of Accredited	(rait c-	Number of Non- Accredited		Tuit	ica iy
State_	Yes	No		Investors	Amount	Investors	Amount	Yes	No Residence
AL		X	Limited partnership interests (\$1,150,000)	200	\$1,150,000	A Your	A 13507.	Service Service	XXX
AK	**		海水水水					理之前	70 Maria
AZ							E 整理	語語	
AR		X X	Limited partnership (2) interests (\$100,000)		\$100,000		soi	THE STATE	S.X.X.
CA									
· -									
CD	国家以	223							
CI		Sale.		77			Tree c. 17.3		
1						SELECTION.	E. Vers		
DC		Marine	Limited partnership	A THE STATE OF THE	The state of the s	140 0 CH	\$0		
FIL'	Migariti	SAM.	interests (\$1,060,000)	30.2	TO THE STATE OF	以及其中共享的			
GA_		A X AL	interests (\$950,000)	15-61911E59	\$950,000	1987 1982 1982 1987 1982 1983	71 2 4 1 1 50 1 F 1 7 4 1 5 5 5		ALTRE
HI	州北京	記事語	TOTAL STREET	加工 造机 。			MERING.		FYEST
II)	ET PACE		Limited partnership	16.50 E 10.00	Part of the second	FREE CONTROL	美女主义	14. 不在	
II.	MASSES	提以學 歌音次	interests (\$100,000)	33.30.57	当 \$100,000。 第 第 3 3 3 3 4 4 4 4 4 4 4 4 4 4 4 4 4 4	SCHOOL STATE AND A	656.30 2 2 50 · M686.57 6 2 60	ERT AT	ALC: XO. NO.
<u> </u>	CARCALL STATE	X X	interests (\$330,000)	#157:314E4	26 2 3 30,000 :	17:1:20F.5304	708 6 5 40 5 6 5 0 1	Bushes A	A LAXEST
1/1		*****			THE PARTY OF	MATERIAL STATE	ESSENCE OF THE SECOND	NAME OF A	
KS	Mary Series	70° 4	Limited partnership	100 V 100 P	THE PARTY OF THE P		Made No.	T. P. W. JE.	
KY		XX	interests (\$100,000)	第二十2年 第二十二十二十二十二十二十二十二十二十二十二十二十二十二十二十二十二十二十二十	\$100,000	M. 5100Was IA	\$1905 30°	MANAGE A	**************************************
LA		X	interests (\$50,000)	TO THE	<u> [1] </u>	12 7 0 2 12	10 SO	建筑	SELXIES
M!E	27.23	Figure				13/1/2/201	Way 19-Es	CARLES OF	THE STATE OF THE S
MD									t as we are:
MA		1000						A STATE	MANAGE TELE
MI	W.B.	1000						200	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
MN	W. C.	建筑				10 18 16 CT		14 F 33	A CONTRACTOR
NIS		x x	Limited partnership (1974) Interests (\$200,000)	2 193 - 11E	\$200,000	42.3 (0 E 2)	\$00		To X
NO		经 例在5				WE SAN	P. W.	1202	A POST SECTION
NIT	建筑								YA A

APPENDIX

		1				1 .		T.	.5	
1	2 Intend to	sell to	J. 3" J. Type of security and		•	Disqualification under State ULOE (if				
	non-acci	redited	aggregate offering price		Type of in	yes, attach explanation of				
	investors (Part B-		offered in state (Part C-Item 1)			nased in State -Item 2)		waiver granted) Part E-Item 1)		
	\	,		N	, . .	Number of				
				Number of Accredited		Non- Accredited]	
§ tate	Yes	No	with the management of the state of the stat	Investors	Amount	Investors	Amount	Yes	No	
NE	THE STATE OF	W.E.					Position and	N. S. S. S.	用的研究	
NH			经验的最高	的解釋		翻译讽刺				
Ϊ́Ι		まな X	Limited partnership	第5.2 第5.2 第	\$700,000	\$.500 .0	E 3 (SO)	Market .	XXX	
NM	學學	· Andrews					新教授			
NY		382								
NC		C X X	Limited partnership interests (\$100,000)	10122.456	\$100,000	A PORT OF	34.7° \$0		A X	
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SiD			Limited partnership					10 TO	2,220ke/	
T.N	ALE VA	A.X.	interests (\$20,200,000)	35. 45.	\$20,200,000	2040 Te	350	DE PLAN	HARLAND THE	
T.X	150 C 254 C	X.S	interests (\$100,000)	21232	\$100,000	10 0 L	7 92 9503	A DESCRIPTION OF THE PARTY OF T	YEX XV	
UT		Miles A	THE STATE OF THE S	TO-COLUMN TRACT	Market Me		WAR EN	Services Services	2.343.433.6	
VT	NAME OF THE PARTY	MAN AND AND AND AND AND AND AND AND AND A	El imited partnership		HOREST PARTY		CALLED SA	1000	ENERGY.	
VA	ALC: CAR	XX	Limited partnership	78.552 NO.	\$100,000	0.2	**************************************	が発生に	2.8 X . 3	
W'A	NA ST			"国际"的 经股份的	MARIAN SERVICES					
N'V	RSW.		The state of the state of the state of	[15] [15] [15] [15] [15] [15] [15]						
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